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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re	:	Chapter 11
	:	
FUSION CONNECT, INC.,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 58-2342021	:	
-----	X	

	:	
In re	:	Chapter 11
	:	
FUSION TELECOM OF TEXAS LTD., L.L.P.,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 75-2778531	:	
-----	X	

	:	
In re	:	Chapter 11
	:	
FUSION TEXAS HOLDINGS, INC.,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 43-1822636	:	
-----	X	

-----X	:	
In re	:	Chapter 11
	:	
FUSION CLOUD SERVICES, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 58-2233012	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION COMMUNICATIONS, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 59-3608337	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION PM HOLDINGS, INC.,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-1302478	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION MANAGEMENT SERVICES LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 48-1195597	:	
-----X	:	
In re	:	Chapter 11
	:	
BIRCAN HOLDINGS, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-1952819	:	
-----X	:	

-----X	:	
In re	:	Chapter 11
	:	
FUSION TELECOM OF MISSOURI, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 43-1795329	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION TELECOM OF OKLAHOMA, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 43-1823260	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION TELECOM OF KANSAS, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 48-1120075	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION TELECOM, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 84-1510894	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION CB HOLDINGS, INC.,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 59-3636526	:	
-----X	:	

-----	X	
In re	:	Chapter 11
FUSION BCHI ACQUISITION LLC,	:	Case No. 19-[____] (____)
Debtor.	:	
Fed. Tax Id. No. 82-2567402	:	
-----	X	
In re	:	Chapter 11
FUSION LLC,	:	Case No. 19-[____] (____)
Debtor.	:	
Fed. Tax Id. No. 22-3590994	:	
-----	X	
In re	:	Chapter 11
FUSION NBS ACQUISITION CORP.,	:	Case No. 19-[____] (____)
Debtor.	:	
Fed. Tax Id. No. 46-3514332	:	
-----	X	
In re	:	Chapter 11
FUSION CLOUD COMPANY LLC,	:	Case No. 19-[____] (____)
Debtor.	:	
Fed. Tax Id. No. 47-3345568	:	
-----	X	
In re	:	Chapter 11
FUSION MPHC GROUP, INC.,	:	Case No. 19-[____] (____)
Debtor.	:	
Fed. Tax Id. No. 77-0461529	:	
-----	X	

-----X	:	
In re	:	Chapter 11
	:	
FUSION MPHC HOLDING CORPORATION,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-1573066	:	
-----X		

**MOTION OF DEBTORS FOR ENTRY OF ORDER
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Fusion Connect, Inc. and its debtor subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):

Background

1. On the date hereof (the “**Commencement Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Keith Soldan Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York*, sworn to on the date hereof (the “**First Day Declaration**”), which

has been filed with the Court contemporaneously herewith and is incorporated herein by reference.¹

Jurisdiction

3. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Debtors request entry of an order directing joint administration of these chapter 11 cases for procedural purposes only.

5. In addition, the Debtors respectfully request that the Court maintain one file and one docket for all of the jointly administered cases under the case number assigned to Fusion Connect, Inc. and that these chapter 11 cases be jointly administered under the following consolidated caption:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
	:	
In re	:	Chapter 11
	:	
FUSION CONNECT, INC., et al.,	:	Case No. 19-[____] (____)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	X	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Fusion Connect, Inc. (2021); Fusion BCHI Acquisition LLC (7402); Fusion NBS

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the First Day Declaration.

Acquisition Corp. (4332); Fusion LLC (0994); Fusion MPHC Holding Corporation (3066); Fusion MPHC Group, Inc. (1529); Fusion Cloud Company LLC (5568); Fusion Cloud Services, LLC (3012); Fusion CB Holdings, Inc. (6526); Fusion Communications, LLC (8337); Fusion Telecom, LLC (0894); Fusion Texas Holdings, Inc. (2636); Fusion Telecom of Kansas, LLC (0075); Fusion Telecom of Oklahoma, LLC (3260); Fusion Telecom of Missouri, LLC (5329); Fusion Telecom of Texas Ltd., L.L.P. (8531); Bircan Holdings, LLC (2819); Fusion Management Services LLC (5597); and Fusion PM Holdings, Inc. (2478). The principal executive office of the Debtors is located at 420 Lexington Avenue, Suite 1718, New York, New York 10170.

6. The Debtors further request per the Court's direction that a notation substantially similar to the following language be entered on the docket maintained by the Clerk of the Court to reflect the joint administration of the Debtors' chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of Fusion Connect, Inc.; Fusion BCHI Acquisition LLC; Fusion NBS Acquisition Corp.; Fusion MPHC Holding Corporation; Fusion Cloud Services, LLC; Fusion LLC; Fusion MPHC Group, Inc.; Fusion Cloud Company LLC; Fusion CB Holdings, Inc.; Fusion Telecom, LLC; Fusion Texas Holdings, Inc.; Fusion Telecom of Kansas, LLC; Fusion Telecom of Oklahoma, LLC; Fusion Telecom of Missouri, LLC; Bircan Holdings, LLC; Fusion Management Services LLC; Fusion PM Holdings, Inc.; Fusion Communications, LLC; and Fusion Telecom of Texas Ltd., L.L.P. The docket in Case No. 19-[] () should be consulted for all matters affecting the cases.

7. The Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirement for Debtors in Possession and Trustees*, issued by the United States Trustee, by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information, *e.g.* receipts, disbursements, profit and loss statements, balance sheets and other required information on a debtor-by-debtor basis in each monthly operating report.

8. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the "**Proposed Order**").

Relief Requested Should Be Granted

9. As set forth in the First Day Declaration, there are nineteen (19) Debtors and more than 15,000 creditors and other parties in interest in these chapter 11 cases. Joint administration will allow for the efficient and convenient administration of the Debtors' interrelated chapter 11 cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest.

10. Bankruptcy Rule 1015(b) provides, in relevant part, that if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). The Debtors are all under common ownership, and therefore are "subsidiaries" of Fusion Connect, Inc. Accordingly, the Court is authorized to grant the relief requested herein.

11. As set forth in the First Day Declaration, joint administration of these chapter 11 cases will save the Debtors and their estates substantial time and expense by removing the need to prepare, replicate, file, and serve duplicative notices, applications, and orders. Furthermore, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for the Southern District of New York and other parties in interest will similarly benefit from joint administration of these chapter 11 cases, as it will spare them from the time and effort of reviewing duplicative pleadings and papers.

12. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion only requests administrative – and not substantive – consolidation of the Debtors' estates. For example, any creditor may still file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates),

intercompany claims among the Debtors will not be affected by the relief requested herein, and the Debtors will maintain separate records of assets and liabilities.

Notice

13. Notice of this Motion has been provided to (a) William K. Harrington, U.S. Department of Justice, Office of the U.S. Trustee, 201 Varick Street, Room 1006, New York, New York 10014 (Attn: Richard Morrissey, Esq. and Susan Arbeit, Esq.) (the “**U.S. Trustee**”); (b) the Debtors’ forty (40) largest unsecured creditors on a consolidated basis; (c) the Internal Revenue Service; (d) the United States Attorney’s Office for the Southern District of New York; (e) counsel to the First Lien Ad Hoc Group, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian S. Schaible, Esq. and Adam L. Shpeen, Esq.); (f) counsel to the Ad Hoc Group of Tranche A Term Loan / Revolving Lenders, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Sandeep Qusba, Esq., Soogy Lee, Esq. and Edward R. Linden, Esq.); (g) counsel to the Second Lien Lenders, Proskauer Rose LLP, Eleven Times Square, New York, New York 10036 (Attn: Charles A. Dale, Esq. and Jon M. English, Esq.); (h) counsel to Wilmington Trust, N.A., as DIP Agent, Prepetition Super Senior Agent and Prepetition First Lien Agent, Arnold & Porter Kaye Scholer LLP, 70 West Madison Street, Suite 4200, Chicago, Illinois 60602 (Attn: Michael D. Messersmith, Esq. and Sarah Gryll, Esq.); (i) GLAS America LLC and GLAS USA LLC, as Prepetition Second Lien Successor Agent, 3 Second Street, Suite 206, Jersey City, NJ 07311 (Attn: Michael Amato); (j) the Banks; (k) the Securities and Exchange Commission; and (l) the Federal Communications Commission (collectively, the “**Notice Parties**”). The Debtors respectfully submit that no further notice is required.

14. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: June 3, 2019
New York, New York

/s/ Sunny Singh

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Gary T. Holtzer

Sunny Singh

*Proposed Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11
	:	
FUSION CONNECT, INC.,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 58-2342021	:	
-----	X	

	:	
In re	:	Chapter 11
	:	
FUSION TELECOM OF TEXAS LTD., L.L.P.,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 75-2778531	:	
-----	X	

	:	
In re	:	Chapter 11
	:	
FUSION TEXAS HOLDINGS, INC.,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 43-1822636	:	
-----	X	

	:	
In re	:	Chapter 11
	:	
FUSION CLOUD SERVICES, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 58-2233012	:	
-----	X	

-----X	:	
In re	:	Chapter 11
	:	
FUSION COMMUNICATIONS, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 59-3608337	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION PM HOLDINGS, INC.,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-1302478	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION MANAGEMENT SERVICES LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 48-1195597	:	
-----X	:	
In re	:	Chapter 11
	:	
BIRCAN HOLDINGS, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 81-1952819	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION TELECOM OF MISSOURI, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 43-1795329	:	
-----X	:	

-----X	:	
In re	:	Chapter 11
	:	
FUSION TELECOM OF OKLAHOMA, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 43-1823260	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION TELECOM OF KANSAS, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 48-1120075	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION TELECOM, LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 84-1510894	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION CB HOLDINGS, INC.,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 59-3636526	:	
-----X	:	
In re	:	Chapter 11
	:	
FUSION BCHI ACQUISITION LLC,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 82-2567402	:	
-----X	:	

-----X	:	
In re	:	Chapter 11
FUSION LLC,	:	
	:	Case No. 19-[____] (____)
Debtor.	:	
	:	
Fed. Tax Id. No. 22-3590994	:	
-----X	:	
In re	:	Chapter 11
FUSION NBS ACQUISITION CORP.,	:	
	:	Case No. 19-[____] (____)
Debtor.	:	
	:	
Fed. Tax Id. No. 46-3514332	:	
-----X	:	
In re	:	Chapter 11
FUSION CLOUD COMPANY LLC,	:	
	:	Case No. 19-[____] (____)
Debtor.	:	
	:	
Fed. Tax Id. No. 47-3345568	:	
-----X	:	
In re	:	Chapter 11
FUSION MPHC GROUP, INC.,	:	
	:	Case No. 19-[____] (____)
Debtor.	:	
	:	
Fed. Tax Id. No. 77-0461529	:	
-----X	:	

-----X	:	
In re	:	Chapter 11
	:	
FUSION MPHC HOLDING CORPORATION,	:	Case No. 19-[____] (____)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 26-1573066	:	
-----X		

ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon the Motion (the “**Motion**”)¹ of Fusion Connect, Inc. and its debtor subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases for procedural purposes only, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and upon the First Day Declaration, filed contemporaneously with the Motion, and the record of the Hearing; and the Court having determined that the legal and

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Motion is granted to the extent set forth herein.
2. The Debtors' chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors' chapter 11 cases.
4. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
FUSION CONNECT, INC., et al.,	: Case No. 19-[____] (____)
Debtors.¹	: (Jointly Administered)
-----X	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Fusion Connect, Inc. (2021); Fusion BCHI Acquisition LLC (7402); Fusion NBS Acquisition Corp. (4332); Fusion LLC (0994); Fusion MPHC Holding Corporation (3066); Fusion MPHC Group, Inc. (1529); Fusion Cloud Company LLC (5568); Fusion Cloud Services, LLC (3012); Fusion CB Holdings, Inc. (6526); Fusion Communications, LLC (8337); Fusion Telecom, LLC (0894); Fusion Texas Holdings, Inc. (2636); Fusion Telecom of Kansas, LLC (0075); Fusion Telecom of Oklahoma, LLC (3260); Fusion Telecom of Missouri, LLC (5329); Fusion Telecom of Texas Ltd., L.L.P. (8531); Bircan Holdings, LLC (2819); Fusion Management Services LLC (5597); and Fusion PM Holdings, Inc. (2478). The principal executive office of the Debtors is located at 420 Lexington Avenue, Suite 1718, New York, New York 10170.

5. A docket entry shall be made in the chapter 11 cases of Fusion Connect, Inc.; Fusion BCHI Acquisition LLC; Fusion NBS Acquisition Corp.; Fusion MPHC Holding

Corporation; Fusion Cloud Services, LLC; Fusion LLC; Fusion MPHC Group, Inc.; Fusion Cloud Company LLC; Fusion CB Holdings, Inc.; Fusion Telecom, LLC; Fusion Texas Holdings, Inc.; Fusion Telecom of Kansas, LLC; Fusion Telecom of Oklahoma, LLC; Fusion Telecom of Missouri, LLC; Bircan Holdings, LLC; Fusion Management Services LLC; Fusion PM Holdings, Inc.; Fusion Communications, LLC; and Fusion Telecom of Texas Ltd., L.L.P. substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of Fusion Connect, Inc.; Fusion BCHI Acquisition LLC; Fusion NBS Acquisition Corp.; Fusion MPHC Holding Corporation; Fusion Cloud Services, LLC; Fusion LLC; Fusion MPHC Group, Inc.; Fusion Cloud Company LLC; Fusion CB Holdings, Inc.; Fusion Telecom, LLC; Fusion Texas Holdings, Inc.; Fusion Telecom of Kansas, LLC; Fusion Telecom of Oklahoma, LLC; Fusion Telecom of Missouri, LLC; Bircan Holdings, LLC; Fusion Management Services LLC; Fusion PM Holdings, Inc.; Fusion Communications, LLC; and Fusion Telecom of Texas Ltd., L.L.P. The docket in Case No. 19-[] () should be consulted for all matters affecting the cases.

6. The Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the United States Trustee, by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information, *e.g.* receipts, disbursements, profit and loss statements, balance sheets and other required information on a debtor-by-debtor basis in each monthly operating report.

7. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2019
New York, New York

UNITED STATES BANKRUPTCY JUDGE